

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

Effective date

MICHAEL JOSEPH CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: John R. Regier, Esquire  
..... Mintz, Levin, Cohn, Ferris, Glovsky and  
..... Popeo, P.C.  
..... One Financial Center  
..... Boston, MA 02111  
.....  
Telephone 617/542-6000.....

Filing Fee \$30.00

Copy Mailed

EXHIBIT "H"

SCHEDULE A

The Education Resources Institute, Inc.  
Attachment to Articles of Organization  
Article 2

The Corporation shall always be operated exclusively for charitable and educational purposes through assisting students in attaining an education and through assisting educational institutions in providing an education in an economical fashion. Except for the payment of reasonable compensation for services as determined by the Board of Directors as to structure and amount, no part of its earnings shall ever inure to the benefit of any director or employee of the Corporation.

In furtherance of such purposes and in addition to the powers conferred on corporations for charitable purposes by the provisions of Chapter 180 of the Massachusetts General Laws, the Corporation shall, subject to the restrictions and limitations herein contained, have the following powers:

- (a) To develop and administer programs of student financial aid and institutional aid through which students will be assisted in financing their educational costs and institutions will be assisted in providing an economical education.
- (b) To make contracts, give guaranties and incur liabilities, including any secondary liability by way of guaranty or endorsement of the obligations of any student, his parent or guardian, or of any educational institution, borrow money at such rates of interest as the corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property, or any interest therein, wherever situated, for any of the purposes of the Corporation.
- (c) To make education loans to any student, parent or guardian, or to any educational institution, and to establish and regulate the terms and conditions with respect to any such loans, the purposes to which the proceeds of such loans may be put and the charges for interest and services connected therewith, to invest and reinvest its funds and to take and hold real and personal property as security for the payment of funds so loaned or invested.
- (d) To provide administrative support for programs of student financial aid and institutional aid on its own behalf or on behalf of other organizations, institutions or associations and, in furtherance thereof, to enter into contracts or agreements on such terms and conditions as it shall deem advisable.

ARTICLE 2 (Cont'd)

- (e) To provide administrative and management support and/or advice to affiliated organizations or to other organizations, institutions or associations on a periodic basis or otherwise on matters relating to the overall permitted purposes of the Corporation and, in furtherance thereof, to enter into contracts or agreements on such terms and conditions as it shall deem advisable.
- (f) To elect, appoint and employ directors, officers, agents and employees, to fix their compensation and define their duties and obligations, and to indemnify such corporate personnel.
- (g) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the stock, shares, bonds, debentures, notes or other securities or evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association or trust, and while the owner or holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
- (h) To purchase, receive, hold, lease or otherwise acquire, and to sell, convey, transfer, lease or otherwise dispose of, real or personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including, but not restricted to, any real or personal property acquired by the Corporation from time to time in the satisfaction of debts or enforcement of obligations.
- (i) To solicit and receive money or other property, tangible or intangible, real, personal or mixed, by gifts, bequest, devise or otherwise.
- (j) To do business, carry on its operations and have offices, and exercise the powers granted by Chapter 180 of the Massachusetts General Laws and any successor provisions thereto, in any jurisdiction within or without the United States.
- (k) To be an incorporator of other corporations of any type or kind.
- (l) To be a partner in any business enterprise which it would have power to conduct by itself.

(m) To research and disseminate information on topics related to the purposes of the Corporation.

(n) To do all acts and things necessary or convenient to carry out the powers expressly granted in these articles.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not participate in activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).

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SCHEDULE B  
THE EDUCATION RESOURCES INSTITUTE, INC.  
Attachment to Articles of Organization  
Article 4

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except reasonable compensation for services rendered and distributions in furtherance of the purposes set forth in Article 2 hereof.

The Corporation may, upon the affirmative vote of a majority of the votes to which the members shall be entitled, petition for its dissolution by order of the Supreme Judicial or Superior Court, in the manner provided in Section 11 of Chapter 180 of the Massachusetts General Laws. Upon any dissolution of the Corporation, the Corporation's assets shall be distributed as directed by the court which ordered such dissolution, provided, however, that notwithstanding any order of such court, the Corporation's assets shall be distributed exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States internal revenue law.)

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# The Commonwealth of Massachusetts

Office of the Secretary of State  
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Thomas D. Parker

36 Upland Road  
Cambridge, MA 02140

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

The Education Resources Institute, Inc.

2. The purposes for which the corporation is formed is as follows:

See Schedule A attached

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Office of the Secretary of State  
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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.



The Board of Directors shall serve as the membership body of the Corporation, and there shall be one class of members. The initial Board of Directors shall be elected by the incorporator. Successive Boards shall be elected by the Directors as members; vacancies in the Board shall be filled by the Board.

- \*4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

See Schedule B attached

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5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer, secretary, and other officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

330 Stuart Street, Boston, MA 02116

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Joseph M. Cronin	82 Parkwood Drive Milton, MA 02186	330 Stuart St. Boston, MA 02116
Vice President	Ernest T. Freeman	250 Kennedy Dr. (#209) Malden, MA 02148	330 Stuart St. Boston, MA 02116
Treasurer:	Sara Stott	51 Collins Road Northboro, MA 01532	330 Stuart St. Boston, MA 02116
Clerk:	Thomas D. Parker	36 Upland Road Cambridge, MA 02140	330 Stuart St. Boston, MA 02116

Directors: (or officers having the powers of directors)

See Schedule C attached

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

fourth Thursday in March

e. The name and business address of the resident agent, if any, of the corporation is:

N/A

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 19th day of June, 1985.

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

Thomas D. Parker

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The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he is duly authorized on its behalf to sign these Articles under the penalties of perjury that he is duly authorized on its behalf to sign these Articles.

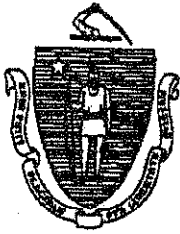
SCHEDULE C

Education Resources Institute, Inc.  
Attachment to Articles of Incorporation  
Board of Directors

<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Daniel S. Cheever, Jr.	295 Kent Street Brookline, MA 02146	200 The Riverway Boston, MA 02215
Joseph M. Cronin	82 Parkwood Drive Milton, MA 02186	330 Stuart Street Boston, MA 02116
Edward R. Piana	87 Independence St. Canton, MA 02021	858 Washington St Dedham, MA 02026
Kenneth R. Rossano	63 Hundreds Circle Wellesley, MA 02181	100 Federal Street Boston, MA 02115
Barbara Tornow	29 Murraby Road West Newton, MA 02165	Brandeis University Waltham, MA 02154

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*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

March 28, 2005

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

**THE EDUCATION RESOURCES INSTITUTE, INC.**

is a domestic corporation organized on June 19, 1985 (Chapter 180).

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.